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Division of Corporations

NO. 0450

NO. 1458

P. 1

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110000005596

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NEHI ATHLETIC HALL OF FAME, INC.

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ARTICLES OF RESTATEMENT
OF
NEHI ATHLETIC HALL OF FAME, INC.

The Articles of Incorporation, filed with the Florida Department of State June 9, 2010, as document N10000005596 is restated in its entirety to read as follows:

Article 1

Name

The name of this corporation is:

NEHI ATHLETIC HALL OF FAME, INC.

Article 2

Corporate Purposes

1. The Corporation is organized as a not-for-profit corporation.
2. This Corporation is organized exclusively for religious, charitable, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").
3. This Corporation shall not operate for any purpose other than for its exempt purpose. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under the Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
4. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes.
5. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.
6. On liquidation or dissolution of this Corporation, all properties and assets of this Corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax-exempt organization under Section 501(c)(3) of the Code, or to the federal or state government for a public purpose.
7. During all times the Corporation is a private foundation within the meaning of Section 509 of the Code:

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Articles of Restatement

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NEHI ATHLETIC HALL OF FAME, INC.

- a. The Corporation shall distribute its income each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax law.
- b. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax law.
- c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax law.
- d. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax law.
- e. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax law.

Article 3

Registered Office and Agent

The street address of the registered office of this corporation is

Suite 600
100 Second Avenue South
St. Petersburg, FL 33701

The name of the registered agent of this corporation at that address is: **Thomas H. Gregory.**

Article 4

Principal Office

The principal office of the corporation is:

5500-16th Street North
St. Petersburg, FL 33703

Article 5

Mailing Address

The mailing address of the corporation is:

% David Redding
5500-16th Street North
St. Petersburg, FL 33703

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Articles of Restatement
NEHI ATHLETIC HALL OF FAME, INC.

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Article 6

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) individuals. The Corporation shall initially have three (3) directors. The individuals who shall serve as the members of the initial Board of Directors until their successors in office are duly elected or appointed and qualify are:

William H. Dudley
5500-16th Street North
St. Petersburg, FL 33703
Thomas Newton Muntz
5500-16th Street North, Unit #107
St. Petersburg, FL 33703
James Valenty
5500-16th Street North
St. Petersburg, FL 33703

Their respective successors in office shall be elected or appointed in the manner and for the terms provided for in the Corporation's Bylaws.

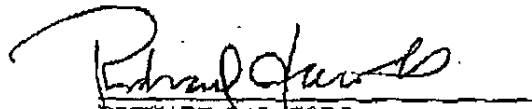
Article 7

Incorporator

The name and address of the incorporator is:

William H. Dudley
5500-16th Street North
St. Petersburg, FL 33703

IN WITNESS WHEREOF, these Articles of Restatement have been executed.



RICHARD O. JACOBS

as attorney in fact for
WILLIAM H. DUDLEY,
Chairman of the Board, Director

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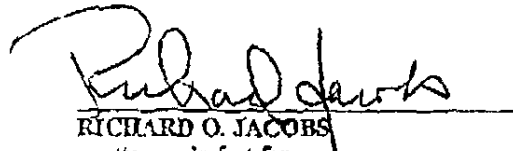
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NEHI ATHLETIC HALL OF FAME, INC.

Certificate Accompanying Articles of Restatement

The Articles of Restatement of NEHI Athletic Hall of Fame, Inc., do not contain an amendment to the articles of incorporation requiring member approval. The Articles of Restatement were approved by the Board of Directors of NEHI Athletic Hall of Fame, Inc.



RICHARD O. JACOBS

as attorney in fact for

WILLIAM H. DUDLEY,

Chairman of the Board, Director

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